



This is a digital copy of a book that was preserved for generations on library shelves before it was carefully scanned by Google as part of a project to make the world's books discoverable online.

It has survived long enough for the copyright to expire and the book to enter the public domain. A public domain book is one that was never subject to copyright or whose legal copyright term has expired. Whether a book is in the public domain may vary country to country. Public domain books are our gateways to the past, representing a wealth of history, culture and knowledge that's often difficult to discover.

Marks, notations and other marginalia present in the original volume will appear in this file - a reminder of this book's long journey from the publisher to a library and finally to you.

Usage guidelines

Google is proud to partner with libraries to digitize public domain materials and make them widely accessible. Public domain books belong to the public and we are merely their custodians. Nevertheless, this work is expensive, so in order to keep providing this resource, we have taken steps to prevent abuse by commercial parties, including placing technical restrictions on automated querying.

We also ask that you:

- + *Make non-commercial use of the files* We designed Google Book Search for use by individuals, and we request that you use these files for personal, non-commercial purposes.
- + *Refrain from automated querying* Do not send automated queries of any sort to Google's system: If you are conducting research on machine translation, optical character recognition or other areas where access to a large amount of text is helpful, please contact us. We encourage the use of public domain materials for these purposes and may be able to help.
- + *Maintain attribution* The Google "watermark" you see on each file is essential for informing people about this project and helping them find additional materials through Google Book Search. Please do not remove it.
- + *Keep it legal* Whatever your use, remember that you are responsible for ensuring that what you are doing is legal. Do not assume that just because we believe a book is in the public domain for users in the United States, that the work is also in the public domain for users in other countries. Whether a book is still in copyright varies from country to country, and we can't offer guidance on whether any specific use of any specific book is allowed. Please do not assume that a book's appearance in Google Book Search means it can be used in any manner anywhere in the world. Copyright infringement liability can be quite severe.

About Google Book Search

Google's mission is to organize the world's information and to make it universally accessible and useful. Google Book Search helps readers discover the world's books while helping authors and publishers reach new audiences. You can search through the full text of this book on the web at <http://books.google.com/>

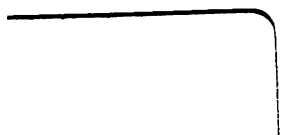
TRANSPORTATION
LIBRARY

HE
3020
L87

A 756,131

DUPL

- Letter by the Chairman of the
- London and South-Western Rail-
- way Company... 1846.



.

L E T T E R

BY THE CHAIRMAN

OF THE

LONDON AND SOUTH-WESTERN
RAILWAY COMPANY,



TO

THE SHAREHOLDERS

IN THAT COMPANY,

ON THE PENDING DIFFERENCES

BETWEEN

THE LONDON AND SOUTH-WESTERN AND THE
GREAT WESTERN RAILWAY COMPANIES.

L O N D O N :

PRINTED BY WILLIAM CLOWES AND SONS,
STAMFORD-STREET.

1846.

Transportation
Library

HE
3020
.L87

TO THE
SHAREHOLDERS IN THE LONDON AND SOUTH-
WESTERN RAILWAY COMPANY.

FELLOW-SHAREHOLDERS,

THE correspondence which has recently taken place between the Boards of the Great Western and South-Western Companies has probably been brought under the notice of most of you by the newspapers, although, from the haste* with which the Great Western Company sought this means of publicity, you cannot, in the first instance at least, have had before you a complete representation of what has passed between the two Companies. To afford this, as far as the correspondence is concerned, I have thought it right to re-print all the letters; and, as they frequently refer to other documents and transactions, I have given in an Appendix such further materials as may be required for a right understanding of the statement which I now propose for your consideration.

Of my reasons for addressing you on this subject it is necessary that I should say a few words at the outset. As you

* The same day I received Mr. Russell's letter, it appeared in the *Railway Standard*.

will perceive by my letter to Mr. Russell of the 3rd ultimo, I thought at that time that it was scarcely worth while to anticipate the Parliamentary Inquiry by which alone the truth can be fully ascertained and justice done between the parties. To public opinion, indeed, I am not more insensible than Mr. Russell, who associates it with Parliament for the decision of the differences between the Companies; but I thought, and still think, that public opinion should wait for, rather than be called upon to forestall, the determination of a Parliamentary Committee, and this for the simple reason, that a Committee of Parliament will have, and that the public have not and cannot have, the means of arriving at all the facts upon which the controversy turns.

Under the influence of this feeling I looked with indifference upon the stormy denunciations contained in the letter which Mr. Russell addressed simultaneously to the newspapers and to myself, and having avowed that the Directors of the South-Western Company would be prepared to disprove his assertions of fact before the proper tribunal, I trusted that the good sense and candour of the public at large, as well as of the Promoters and Committees of the three Companies, whom Mr. Russell so humanely warns of "their probable fate in Parliament," would estimate at its real value his endeavour to surprise incautious people, and pledge them to expressions of opinion which, however erroneous, they might afterwards find it difficult to retract. Whether I was right or wrong in this opinion cannot yet

be satisfactorily ascertained, for, whatever activity the Great Western Company may have shown in pressing their *ex parte* views upon individuals (and in this respect they appear not to have been idle), it is only by general representations addressed to Parliament that the result of their policy can be known ; and I continue firmly convinced that no considerable body of Englishmen will be found who will take the prejudiced statement of one of the parties to a dispute which is actually pending for trial, as a sufficient guide to enable them to arrive at a decision.

As regards the public, then, I see no reason for which the South-Western Company need do more than has already been done ; but I am sensible that, as between the Directors and Shareholders of the Company itself, there are other grounds for affording a general explanation of the course which we have pursued, and of the position in which we at present stand ; and it is, therefore, with a view to the information of my fellow-shareholders that I propose to give a brief summary of the facts, and to make some observations upon Mr. Russell's letter.

In the Autumn of 1844 the Great Western and South-Western Companies were severally promoting different lines of railway in the district intermediate between their existing lines, and a distinct Company independent both of the Great Western and South-Western Companies had also been formed for making a line from Southampton to Dorchester. A great

contest between the Companies appeared inevitable. I am not ashamed to say that, under such circumstances, I was anxious to meet the Directors of the Great Western Company with the view of discussing, and if possible determining, an arrangement between the two Companies by means of which, without prejudice to the public interests, or any intention to prevent the execution of such lines as the public service might require, a division of the intermediate country might have been made, and each Company should have been pledged not to interfere with the district so assigned to the other. I accordingly procured, in October, 1844, a meeting between deputations from each of the Boards, and I am perfectly ready at any time to lay before you the full details of that conference, only omitting to do so now because I consider them irrelevant. In fact, the conference led to nothing. Our deputation had been appointed for the purpose of effecting, if we could, an arrangement to be then and there made by the respective Directors. We failed; and having neither authority nor inclination to refer the question to the Board of Trade (as was to some extent suggested by the Great Western Directors, who appeared to be in confident possession of the views of that Board), the attempt at an adjustment fell to the ground. Subsequently to this interview the Great Western Directors declined to enter upon any further discussion of the subject, until after the Board of Trade should have made their Report upon the lines proposed for the districts in question, and each Company accordingly proceeded with the public promotion of the lines which it had projected.

After the decision of the Board of Trade had been announced, but before their Report upon the lines had been framed, the negotiations between the Companies were renewed. They were not, however, conducted on the same principle as had formed the subject of the previous discussions, and which, if a settlement could have been come to, would no doubt have fixed definitely and permanently the territorial limits of the two Companies.

The exclusion of the South-Western Company from the Exeter District, under all circumstances and for all times, had in the October negotiations been freely mooted, and if the Companies could have agreed upon this and the other points then under discussion, the language in which they would have expressed their agreement must have been proportionably explicit. But, as I have already stated, the Companies could not then agree; and when the communications between them were renewed, the ground of the discussion was shifted, and instead of an attempt at a complete and final settlement between the Companies, acting each for itself, and upon its own judgment, the arrangement assumed a more provisional and temporary character, and was made dependent upon the judgment of the Board of Trade.

Of the wisdom of the course which we then pursued, it is no longer easy to form an accurate opinion, nor is it material to my present purpose to discuss it; but there can be little doubt that we were justified, by the belief then commonly

prevalent; in supposing that the Board of Trade had become, and would continue, to be the tribunal by whose decisions Railway legislation would for the future be guided. We conceived, therefore, that in submitting to the adverse decision to which that Board had then come, we were avoiding an expensive and useless struggle, while by referring to it the direction of the future proceedings of the two Companies, not only in respect of their obligations as fixed by the arrangements then come to, but also in respect of the duration of that arrangement itself, we had secured an authoritative and yet easily accessible method of settling those more general questions which the October negotiations had failed to determine.

It was in this spirit that we entered into the agreement of the 16th of January, 1845, which you will find in the Appendix; and a perusal of it will, I think, satisfy you that it contains no evidence of our having been eager to effect the arrangement, but on the contrary, that we did so with reluctance, and out of deference to the supposed authority of the Board of Trade. You will also look through it in vain for a recognition of the right of the Great Western to occupy exclusively and permanently the district between Salisbury and Exeter; and lastly, you will see very clearly that our claim to construct lines through that district—the very claim out of which the necessity for the agreement had arisen, and which constituted the main subject of its provisions—was suspended only, and not abrogated. It, in fact, remained the

principal matter for the future judgment of the Board of Trade, and that on the decision of which the continuance of the arrangement was to depend.

To this document, then, I request your careful attention; and while I feel confident that you will at once perceive the accuracy of the construction which I have put upon it, I can further assure you, that had I ever conceived it to be capable of a different meaning, I should certainly have declined to be a party to it.

And here it may be proper to give you some account of the previous negotiations which had taken place between our Company and the promoters of the Southampton and Dorchester line, and of the circumstances under which that line was ultimately ceded to us. Previously to October, 1844, applications had been made by the promoters of that line to the South-Western board, with a view to secure our co-operation and support. We were of opinion that the line was not the best for the objects it proposed to fulfil, and no arrangement was come to. The promoters then placed themselves in communication with the Great Western Company, and immediately afterwards offered us a lease of their line, upon condition that we should undertake to relinquish absolutely the occupation of the district westward of Salisbury. This pledge we of course declined to give; a fact which, you will agree with me, affords an important illustration of our opinions and intentions, and must

have been entitled to no inconsiderable weight in establishing the meaning of the agreement which was afterwards come to, had the language of that document been really doubtful. The Great Western Company thereupon immediately agreed to lease the Southampton and Dorchester line. The Board of Trade had then already intimated an opinion in favour of its execution, but without the assistance of one or other of the Great Companies it must have fallen to the ground, as is sufficiently apparent from the fact, that even with the published guarantee of the Great Western Company, not more than 100,000*l.* of its capital (beyond a sum agreed to be taken in shares by the contractor for making it) had been subscribed when it was transferred to the South-Western Company, in January, 1845. I am not unmindful that the real value of this line has nothing to do with the terms of our agreement with the Great Western Company; but it must not be assumed that in the transfer of the Southampton and Dorchester line to the South-Western Company, either party looked upon that scheme as a mine of wealth. To the Great Western Company it must have been even less profitable to work than to the South-Western—to neither could it have been productive of great advantage—and the truth no doubt is, that it was adopted by the Great Western Company as a means of carrying the war into the immediate district of the original South-Western line, and of embarrassing that Company's other schemes. Upon an arrangement being come to, it was therefore naturally taken by the South-Western as one of the items of the general pacification, while the Great Western

Company considered it to be so little desirable intrinsically, that they took especial care to bind the South-Western not to abandon it, fearing that if this should be done the disputed lines west of Salisbury would assuredly be adopted by an independent party, even if the South-Western should continue bound to abstain from promoting them.

Let me repeat that I do not put forward this point to found any argument that, because the Southampton and Dorchester line is less valuable, therefore any obligation of ours towards the Great Western Company is the less binding; but merely to satisfy you that this Southampton and Dorchester Line was not really an acquisition of great intrinsic value. It was, nevertheless, all that we took under the arrangement, whilst, by the withdrawal of our lines from Salisbury to Yeovil, and from Basingstoke to Didcott and Swindon, the Great Western Company acquired without opposition their Wilts and Somerset, and Berks and Hants lines, both of which the course of subsequent events has shown would most likely have been lost had the antagonist lines been pressed against them.*

The next subject to which I must beg your attention is the Report of the Board of Trade. This was framed, as appears upon the face of it, after the agreement had been entered into by the Companies, and a copy of it deposited with the Board,

* As to the former line, see extract from Proceedings before the Wilts, Somerset, and Weymouth Committee, in the Appendix, page 65.

who were, therefore, fully in possession of the terms upon which the settlement had been made. I must therefore request you to peruse carefully the following passage respecting the lines to the west of Salisbury :—

“ Had the traffic of the district appeared to be sufficient to support a direct Yeovil or Exeter line, in addition to the Coast and Wilts and Somerset lines, the preference given to the latter would not have been conclusive against the sanction of the former ; but it appears to us to be perfectly well established that neither the local nor through traffic is at present of sufficient amount to enable the two schemes to exist in conjunction ; and therefore, as a consequence of the opinion we have expressed, that the Great Western scheme affords, on the whole, decidedly greater public advantages, it follows that we must equally express an opinion unfavourable to the line from Salisbury to Yeovil.

“ It may, perhaps, be objected that the effect of the rejection of the Salisbury and Yeovil line will be to create a monopoly of the whole traffic of the West of England in the hands of the Great Western Company. This objection, however, could only be obviated by sanctioning a great length of otherwise unproductive line for the sake of competition, and by so doing defeating a scheme greatly preferable both in respect of local accommodation and of national advantage. Nor does it appear to us that any monopoly beyond what at present exists would be thus created, since if at any time hereafter circumstances should so change, either by the increasing importance of the through-traffic or by any possible abuse of their powers on the part of the Great Western Company, as to justify and require the construction of a shorter or competing line to Exeter, there would be nothing in the present settlement to prevent such line from being brought forward, either by the South-Western Company or by other parties.”

Now, from this extract what is to be inferred? The Board of Trade, be it remembered, was the tribunal to whose imme-

diate decision the South-Western Company had submitted, and by whose arbitration the future conduct of the two Companies was to be regulated. Is it possible, then, to conceive that our acquiescence in a judgment, which expressly reserves the future question of the westward lines, could imply the total abandonment of them? or that a tribunal which deliberately contemplated the possible necessity of imposing the check of competition upon the Great Western Company by means of those lines, should have understood that Company to have acquired a monopoly of the district?

The point is indeed so plain, that I am ashamed to dwell upon it. We agreed to adopt the settlement of the Board of Trade; the Board knew of our agreement, and then it declared, that if circumstances should so require, there was nothing in that settlement to prevent the westward line from being brought forward "*either by the South-Western Company or by other parties.*" What ingenuity can avoid the force of this declaration?

Upon this evidence, then, I think you will feel no doubt that your Directors both intended to reserve, and as far as plain language and equally plain conduct could do so, did actually reserve to the South-Western Company a right to renew its claim to the Western Lines whenever a sufficient change of circumstances should occur. The nature and extent of the contemplated change next requires your consideration.

The language of the agreement on this point stipulates for "such a completely altered state of circumstances as would induce the Board of Trade to consider the principles which have guided them in their Report, as no longer applicable."

This, therefore, was a question upon which the discretion of the Companies was not to be exercised, and on the decision of which the casual conjectures which might be made by the parties at the time of the execution of the agreement, were neither intended to have nor could have any influence.

It is, therefore, immaterial what suggestions were then made as to the contingencies which might eventually affect the opinion of the Board of Trade; but I can have no hesitation in asserting, that nothing was uttered by me which, upon a fair construction, could imply that such an improbable event as the creation of a "second Manchester" within the district would be necessary to authorize a departure by the Board from the principles of its Report; and it is not unworthy of your notice, that among the specimens of change of circumstances suggested by the Report, the second Manchester has no place. "The increasing importance of the *through traffic*," and the "possible abuse of their powers on the part of the Great Western Company," appeared to the Board sufficient, without having recourse to a contingency, which every one will readily admit to have been "far too remote to be taken into account."

Such, then, being the position of the two Companies under

the agreement of January, 1845, and the Report of the Board of Trade, I will now proceed to trace the events which have since occurred, and from which our present connection with the Western Lines has resulted. The authority of the Board of Trade, as I have already observed, was previously to the last Session of Parliament reputed to be very great, and it was expected that at any rate the main principles which it advocated would receive the sanction of the Legislature.

During the progress of the Session, however, it became apparent that upon several material points Parliament was disposed to act upon grounds which the Board of Trade had refused to acknowledge. Amongst these the most important related to the promotion of direct lines and the encouragement of competition between rival Companies, and it is perhaps worth while to remark that upon the latter of these two questions the Great Western Company were in one instance among the most vigorous and successful opponents of the Board. As between that Company and ourselves, however, no such question could then arise, for having submitted to the arrangement which I have already described, we of course withdrew at once and entirely from the contest. The Great Western Company was thus enabled to pass its Bills through Parliament without any serious opposition; but in the Lords' Committee on the Wilts, Somerset, and Weymouth line a discussion took place which has so material a bearing upon the present question, that I have given the short-hand writer's notes of it in the Appendix.

By a reference to this Report, and especially to the observations of Lord Cadogan, at p. 67 and p. 71, you will see that although the line between Salisbury and Yeovil was not formally before the Committee, the desirableness of such a line as a portion of a direct system between London and Falmouth was so strongly felt by their Lordships as to call forth from them the most decided expressions in its favour. You will see also that they made considerable efforts to obtain a pledge from the Great Western Company that it would not oppose the construction of such a line, and that they so far succeeded as to obtain an assurance that the lines then granted should not be set up against it. Lastly, you will not fail to remark the entire silence of the Great Western Counsel as to its exclusive right to the district, its readiness to construct the direct line, should such a line be required; and you will observe throughout the discussion, and especially in the distinction taken between the Great Western Company as such, and the same Company in its character of promoter of the lines then before Parliament, sufficient proof of the reluctance with which the proposals of the Committee were entertained.

Subsequently to these proceedings another event occurred, which also had a material bearing upon the position of the two Companies. I allude to the rejection by the House of Lords of the Plymouth and Falmouth line, by which the important question raised in the Wilts and Somerset Committee, as to providing a direct communication with the Land's End, was reserved for future consideration.

These events, as you may conceive, attracted the careful attention of your Directors. The mere proposal by other Companies to construct the lines which the South-Western had abandoned, certainly would not have made them think that their relations to the Great Western Company were materially changed ; but when they saw that the construction of these lines had been approved of on grounds of public policy, and, indeed, had been declared inevitable by one Committee of Parliament, while by the decision of another the opportunity had been afforded for bringing forward a complete and satisfactory scheme in a future Session, they felt convinced that the time was approaching when the decision of the Board of Trade would by the Board itself be acknowledged to require revision. They were, however, resolved to abide steadily by the agreement until all shadow of doubt should have disappeared, and with the exception of one circumstance, that, namely, of Mr. Locke, the engineer of the South-Western Company, having become professionally engaged for the direct line, I believe that the Great Western Company have not a single charge which they can with any plausibility urge against us, from the date of the agreement up to the final rupture in November last.

Of that one circumstance I gave to Mr. Russell, as long ago as the month of May last, an explanation which he then accepted, and which I here repeat, viz., that Mr. Locke acted in complete independence of us, and that we had no power or right to dictate to a gentleman of his eminence what pro-

fessional engagements he should accept or refuse. Had we attempted to do so, we should probably have lost his services ourselves, but could not have hoped to detach him from the other Companies. In other respects, as I have already said, our conduct was open to no pretence of imputation. Our solicitors avoided all connection with the new lines;—our Board scrupulously abstained from communication with the promoters of them;—and indeed, so far was our neutrality carried, that we ran great risk of becoming engaged in a serious contest for the protection of our own rights between Salisbury and London.

A disregard, then, of our obligations to the Great Western Company is the last charge which ought to be brought against us: rather, as many have thought, have we exposed ourselves to blame for too literal a fulfilment of them; and I can assure the Shareholders, that not the least difficult part of our duty was that which required us to endure with patience the censure of our own more eager friends.

In this position matters continued until the month of October last, when on a sudden we were surprised by a public notice from the Great Western Company that they had made arrangements for promoting a direct line by way of Yeovil to Exeter. This startling announcement was preceded by no communications with us or with the Board of Trade, nor was it made until the surveys and plans had reached a state of great forwardness. The single but very weighty reason

assigned for the measure was, that "the public importance and even necessity of such a line had been recognised by Parliament." From my previous narrative you will readily understand in what light we viewed this movement; we saw in it at once a disturbance of the settlement made by the Board of Trade, and an acknowledgment that the principles on which that settlement had been adverse to the South-Western schemes could no longer be maintained. It rendered certain the success of a direct line, and at the same time involved an attempt to supplant us, who were the original projectors of it—and to whom, upon the supposition of its necessity, the Board of Trade had distinctly reserved the right to promote it. We were thus placed under strong provocation; and most of you will probably think that all further reference to the Board of Trade was unnecessary. We were resolved, however, that our conduct should be to the last unimpeachable; and though we were well aware that the Board could no longer give a decision of that public and authoritative kind which was originally contemplated under the Agreement, we did not hesitate to submit ourselves to its arbitration.

Of the steps which we took to prosecute the reference, and of the eventual refusal of the Board of Trade to express an opinion, you will find the particulars in the correspondence which is printed in the Appendix. You will observe that Mr. Russell acquiesced in the propriety of consulting the Board upon the point which we had raised; and in Captain

O'Brien's answer, guarded as it is, you will find a sufficient acknowledgment of the grounds on which our appeal was based to exonerate us from the charge of having urged it frivolously or in bad faith.

Deprived of the mediation of the Board of Trade, we had but one course to pursue, and that was to act upon our own honest convictions, which, as they had impressed us with a certain anticipation of the favourable decision of the Board of Trade, made us feel equally confident of obtaining the support of Parliament and of public opinion. The result is already known to you. We have shaken off the restrictions which, however inconvenient, were respected by us as long as they had any just claim upon our honour ; and have thrown ourselves again into the cause which was from the first, and had never ceased to be, our own.

I have now laid before you the real history of our motives and actions in this important business ; and with my statement fresh in your memory I must beg you to peruse attentively the strange composition to which, on the 28th November, 1845, Mr. Russell affixed his signature.

Before doing so, however, it is well that you should read the newspaper report of what fell from the same Gentleman when addressing his fellow-shareholders on the 7th of the same month. The following are the words attributed to him. I quote from the 'Railway Times' of 8th November last :—

“In the rage for extended railway communication several projects have been put forth for the purpose of making a more direct and central communication with Exeter and the West of England. The course was, perhaps, open to us, to resist these lines in Parliament. We might have contended, and fairly contended, that a direct railway communication was afforded by the Bristol and Exeter line, and by new lines along the coast, and that there was not sufficient traffic to maintain a third line. And we have reason to think that we should have been sustained in this opposition by the Report which emanated last year from the Board of Trade in reference to railway communications with this district. But it appeared to your Directors that this course would be hazardous. It would hardly have afforded due consideration to the wants and anxious expectations of the public with respect to the district. A project of a more direct and central communication had taken firm possession of the public mind, and the claims of Falmouth, Plymouth, and the ports to the west were strongly urged upon us. The direct line was powerfully supported by local interests. The South-Western Company did not, indeed, as a body, collectively and openly advocate and support such a line; but the proprietors of that Company—many of the leading and influential proprietors of the Company—at public meetings denounced the agreement which had been made with the Great Western Company, and it was ostentatiously put forth that the solicitors and engineers of that Company were embarked in that line; and the proprietors stated that although the Directors might feel themselves bound by that agreement, still that they themselves were prepared to come forward in opposition to it and lend a hand towards the adverse line. Money had been largely subscribed for the purpose of deposits, as has been generally the case with respect to these lines. It seemed to us, therefore, that the only security and defence which we possessed was the somewhat hazardous and uncertain result of a Parliamentary Investigation. We thought, therefore, that the wisest and boldest course was at once to determine that we would ourselves take the best and most direct line to Exeter and the west coast.”

This speech was delivered after our proposal for a reference

to the Board of Trade, but before the announcement of our final resolution had reached the speaker. He was therefore fully aware of the nature of our claim, but was as yet uncertain of its issue. Observe, then, how he deals with the question of the direct lines. The intrinsic desirableness of them he treats as doubtful, and thinks the Great Western Company might have fairly opposed to them the principles on which they were rejected by the Board of Trade last year; but this course was hazardous: the public would not stand it—local interests were strong in favour of the direct line—money was forthcoming—and then to (crown all) the South-Western Company was already, though not collectively and openly, yet substantially in the field, and the agreement, though it might be observed by the Directors, was denounced and set at nought by the Shareholders.

Now, passing over for a moment the particulars of the charge against the South-Western Company, what does all this mean? Does it, or does it not, imply that there had arisen a change in the circumstances of the case, which, even without the assistance of a “second Manchester,” would supersede the views of the Board of Trade? And if it be taken to admit that the principles of their Report could no longer be maintained, how could the speaker ever hope to establish that the stipulations, which were made conditional upon the maintenance of those principles, ought in any way to survive them? And again, why should Mr. Russell be so anxious to fix upon the South-Western Company an impu-

tation of having already violated the agreement? He knew that we considered his Company to have broken it. Did he at that time think that the best mode of meeting the charge was to retort it?

And now a word as to the accusation itself. As far as the Engineer is concerned, I have already given an explanation; and as regards the Solicitors, a denial. With respect to the conduct of individual Shareholders, I do not think it necessary either to explain or deny. The Company was the party bound by the agreement, and the Directors representing the Company acted strictly upon its obligations. If the discipline of the Great Western Company can silence private opinion, I give Mr. Russell joy on the docility of his subjects. The South-Western Board makes no such pretensions to supremacy, and must be excused if it tolerates a degree of liberty which it cannot prevent.

Mr. Russell's speech was immediately succeeded by the announcement to him of our intention to act upon our own discretion; and, after three weeks of deliberation, the letter of the 28th of November appeared.

To understand properly the merits of that production, you must bear in mind that it was to be published before it could be replied to; and you must therefore not be surprised at finding that a large part of it consists of insinuations and invectives, which, in the absence of a sufficient knowledge of

the facts, were well enough devised for the purpose of raising a prejudice against us.

Amongst these may be noticed, the feigned impression that I could not have concurred in the letter of the 7th November;—the professed zeal for the faith of public Companies;—the charitable inference that, notwithstanding all our previous conduct, and our direct assertion of “having maturely considered the subject in all its bearings,” we had arrived at our conclusion “regardless of our engagements, as well as the rights of others;”—the reference to “solemn pledges” and “*bona fides*,” in the third paragraph;—the assertion that we “*sought*” the agreement of January, 1845;—the assumption that the concession of the Southampton and Dorchester line was “important” and “urgently sought” by us;—the treatment of our argument respecting the Hungerford line as “really too ridiculous to be used even as a pretext,” &c. &c. Stripped of these ornaments, Mr. Russell’s case of the 28th November amounts to this:—That the agreement of January, 1845, was a final settlement of districts between the Companies; that the Yeovil district was deliberately ceded to the Great Western, and that it was clearly understood that they should make whatever lines might be required there; that the only difficulty in the transaction was so to frame the agreement, as to avoid an idle repugnance which I felt to putting “William Chaplin” to a document which should on the face of it perpetually exclude the South-Western from that country; that the device adopted to over-

come this feeling of etiquette on my part consisted in a reservation contingent on a completely altered state of circumstances; but that, to reconcile this form with the substance of the arrangement, I limited the contemplated change to the creation of a "second Manchester"—"an event far too remote to be taken into account."

This view, which is propounded with much emphasis, has to me at least the merit of novelty. In Mr. Russell's judgment it flows naturally from the minutes of a conference which ended in nothing, and from scraps of conversation, the accuracy of which has yet to be ascertained.

Of the probability that I should have yielded the substance on condition that I should retain the shadow—or should have been careless of betraying the interests of our Company so long as my personal share in the treason could be decently hidden—you who know my character may judge. And yet, without this supposition, what becomes of Mr. Russell's argument? The terms of the agreement are against him;—so is the Report of the Board of Trade, on which the agreement hinges;—and so are all the probabilities of the case. A bold theory then is his only chance; and, like a skilful advocate, he founds one upon the very part of my conduct which is in itself most adverse to his cause.

And now it is time that I should draw this statement to a close. I am happy in being able to state that I make it with

the unanimous concurrence of my colleagues. Of the truth of many parts of it, you may judge from the materials already before you; on other portions, you must for the present trust the word of your Directors. The period will soon arrive when a searching examination will try what is doubtful, and clear up what is obscure; and though I cannot promise that we shall exhibit, as witnesses before Parliament, the same talent as Mr. Russell and his associates, I think we can undertake to tell a plain story in the way in which Englishmen best like to hear it; and the public will then have before it the full materials for judging whether we or the Great Western Directors have done most to bring "reproach upon the faith of public Companies."

I have the honour to be,

Fellow Shareholders,

Your very faithful servant,

WM. J. CHAPLIN.

London, 5th January, 1846.

APPENDIX.

APPENDIX.

(Copy.)

MINUTE of ARRANGEMENT entered into by the Great Western Railway Company, the London and South-Western Railway Company, and the Provisional Committee of the Southampton and Dorchester Railway Company, 16th January, 1845.

THE basis of this arrangement is to be an acquiescence on the part of the three Companies herein referred to in the decision of the Board of Trade, gazetted on the 31st ultimo, in respect to the lines of railway and district of country embraced therein, upon an arrangement being concluded with Mr. Castleman's Company and the Great Western Railway Company, with the sanction of the Board of Trade, in regard to the Coast Line.

The acquiescence of the South Western Company is to be shown by promptly withdrawing all lines promoted by them, and all connexion with the Central Cornwall Line, promoted with others which have been reported against, and all parliamentary opposition, direct or indirect, against the lines reported upon favourably, and by publicly announcing the same without delay.

As regards the future, the acquiescence of the Companies in the decision is to be shown by each Company pledging themselves not to encourage or promote, directly or indirectly, any future line of railway in opposition to, or tending to divert legitimate traffic from the lines of railway communication for the district, as settled by the above Report, unless under such a completely altered state of circumstances as would induce the Board of Trade to consider the prin-

principles which have guided them in that Report as no longer applicable.

In order to preserve friendship between the Companies, and to avoid unnecessary contention, no step shall be taken by either Company to bring any such line before the public, or in any way, directly or indirectly, to promote or encourage the same without first applying to the Board of Trade, after giving notice of their intention to do so to the other party, and ascertaining that the Board is favourable to such line on public grounds, and does not think it inconsistent with the principles of its present decision; and if the opinion of the Board of Trade shall be ascertained to be unfavourable to such line, it shall at once be abandoned.

In the above agreement reference has been had more especially to extension lines from Salisbury or Dorchester, competing with the Great Western (including its branches) and the lines now sanctioned, on the one hand, and to extension lines from Basingstoke, competing against the South Western Railway (including its branches) and the Coast Line to Dorchester, on the other.

An agreement to be entered into between Mr. Castleman's Company and the South-Western Company for a lease to the latter of the Coast Line which is to be constructed on the same gauge as the South-Western Line, and a clause to be inserted in the Coast Bill authorizing its lease by Mr. Castleman's Company to the South-Western Company.

The South-Western Company to pay, by way of rent, 20,000*l.* per annum, with half the net profits exceeding the rent.

Conditions for combining the independence of the Coast Line Company with a reasonable control over the manner of constructing the works, by the approbation of the engineer of the South-Western Railway Company being given to the contract for the performance of the works before the same shall be entered into, and by the works being executed in conformity therewith, to be settled by a separate agreement, it being understood that, if any differences arise, the

Board of Trade shall decide between the parties. The Great Western Company at once to abandon all connexion with the Coast Line.

The South-Western Company to provide and to pay deposits before the meeting of Parliament, or within fourteen days afterwards, upon so much of the residue of the capital of 500,000*l.* as shall comply with the Standing Orders, and ultimately to complete the subscriptions.

Both the Great Western and South-Western Companies to give cordial and zealous assistance to the Provisional Committee of the Coast Line in carrying their bill through Parliament, and the South-Western Company are afterwards to aid them by *bonâ fide* encouragement and co-operation. The terms of agreement entered into between the Great Western Company and the Southampton and Dorchester Company to stand, *mutatis mutandis*, between the South-Western Company and the Southampton and Dorchester Company, except where herein varied.

Clauses to be introduced into the Coast Line Bill authorising the South-Western Company to become subscribers to that Line, and to carry out the agreement to the satisfaction of the Board of Trade, to whom a reference is to be made in all cases of difference between the three Companies in respect thereof.

In the further carrying out of this amicable arrangement among the Companies, they mutually undertake to work their respective traffics fairly ; that is to say, with no partial change or reduction of fares, and no effort to divert traffic from the Lines referred to in this agreement which may be enjoying it in its natural course, and to afford every public convenience for the interchange of passengers, parcels, and goods freely at the Junction Stations, and to afford every facility for the uninterrupted passage of traffic to and from their respective Lines, without hindrance or impediment, each booking passengers, parcels, or goods intended for the other. It is assumed that passengers will elect their own routes. As regards

parcels and goods, where no specific direction shall be received from the consignor or consignee, the same shall be forwarded by each Company in the most direct route.

Means are to be adopted, consistent with existing engagements, for uniting the two Railways at Salisbury in the most convenient manner, and if possible, by consent of owners or otherwise, in the ensuing session.

It is distinctly understood that the traffic over the Line between Weymouth and Dorchester is to be exclusively for the benefit of the Great Western Railway, as owners thereof, who are to have and retain the entire control of that Line as their separate property, which is not in any way to be affected by this arrangement.

In case of difference as to the mode of effecting the junction at Salisbury, or the arrangements and expenses incidental to such junction, or as to the mode of accommodating the traffic to or from the Coast Line between Weymouth and Dorchester, reference to be had to the Board of Trade, or to arbitrators under their directions.

This agreement, being signed by or on behalf of the three Companies, is to be deemed binding and conclusive in every respect; and any difference under it is to be settled by the Board of Trade, with whom a copy duly executed is to be lodged.

A public official statement is to be inserted, at an early period, in the newspapers by each Company, announcing the withdrawal of all lines reported against in the Gazette of the 31st ult.; and of the intention of the South-Western Railway Company to support the Coast Line to Dorchester, and to withdraw all opposition from the other railways sanctioned in the same Gazette by the Board of Trade.

All communications to the Board of Trade, on the subject of the matters hereby referred to them as arbitrators between the two Companies, shall, if in writing, be also communicated at the same time to the other Companies, and if oral shall be made in the presence of a representative of the other Company, or after notice to them.

In entering into this arrangement, the South-Western Company will act up to the terms of it *bonâ fide*;—the Directors of that Company must, however, state that they take this course rather in deference to the authority of the Board of Trade, than in conformity with their own judgment, being of opinion that the subject of the Board's Report might at least in some respects have been disposed of with full justice to the Great Western Company, and more beneficially to the public and the South-Western Company.

Confirmed by Resolutions of Court
of Directors of the London and
South-Western Railway Com-
pany, 24th January, 1845.

(Signed) ALFRED MORGAN,
Secretary.

(Signed) W. J. CHAPLIN,
Chairman of the South-Western
Railway Company.

Confirmed by Resolution of the
Directors of the Great Western
Railway Company, at a meeting
held on the 18th of January,
1845.

(Signed) CHAS. A. SAUNDERS,
Secretary.

(Signed) C. RUSSELL,
Chairman of the Great Western
Railway Company.

Confirmed by a Resolution of the
Provisional Committee of the
Southampton and Dorchester
Railway Company, at a meeting
on the 27th of January, 1845.

(Signed) CHAS. CASTLEMAN,
Secretary.

(Signed) DE MAULEY, Chairman.
JOS. G. GARLAND.
JOHN MILLS.
FRAS. BRYANT.
JOHN CRECE.

CORRESPONDENCE

BETWEEN

THE CHAIRMEN AND SECRETARIES OF THE GREAT
WESTERN AND SOUTH-WESTERN COMPANIES.

London and South-Western Railway,
Nine Elms Station, October 30th, 1845.

DEAR SIR,

I AM requested by the Directors of this Company to inform you that their attention has been called to an announcement by the Great Western Company of their intention to promote a new direct line between London and Exeter, by way of Hungerford, Westbury, and Yeovil.

The Directors feel extreme surprise that this large disturbance of the scheme of Railways settled for the district by the Report of the Board of Trade should have been decided upon and announced by your Company without communication with this Company or the Board of Trade.

Without dwelling upon this breach of the agreement between the Companies, I am instructed to state that this announcement, joined with other events which have occurred since the arrangement of January last was entered into, has satisfied the Directors of the South-Western Company that the circumstances affecting the question of further Railway communication towards Exeter and Cornwall, and the intermediate country, are so completely altered as to render the principles which guided the Board of Trade in their Report on that point no longer applicable.

The Directors therefore propose to make an immediate application to the Board of Trade on the subject, with the view of ascertaining whether that Board would, under present circumstances, object to or think favourably of the promotion by this Company of a line by Salisbury and Yeovil to Exeter and Cornwall. Of their perfect right as between the South-Western and Great Western Companies to promote such a line, the Directors of the South-Western Company can entertain no doubt whatever, but having determined from the first to act up to the entire spirit of the agreement between the Companies, they will first appeal to the Board of Trade.

I enclose you a copy of a letter which it is intended forthwith to dispatch to Lord Dalhousie.

I am, dear Sir, yours faithfully,

(Signed) ALFRED MORGAN, Secretary.

C. A. Saunders, Esq., Secretary,
Great Western Railway Company.

London and South-Western Railway,
Nine Elms Station, Oct. 30, 1845.

MY LORD,

I BEG to forward to your Lordship the copy of a letter which I have, at the request of the Directors of the South-Western Railway Company, addressed to the Secretary of the Great Western Railway Company.

Our Board feel it quite unnecessary to assure your Lordship that they have been, throughout, resolved to observe in its full spirit the agreement which they made with the Great Western Company in January last, or that they are still prepared to do so. It appears to them, however, that as

respects further railway accommodation towards Exeter and Cornwall, and through the districts which such further accommodation would affect, a completely altered state of circumstances has supervened, and such a one as, when the question shall come before your Lordship's Board for decision, must induce you to consider that the principles which guided you in the Report of last year, are no longer in that respect applicable.

This proposition has for some time appeared to the Directors of the London and South-Western Railway Company to be a clear one, and they feel that the recent announcement by the Great Western Company, of which a copy accompanies, and which has been published without communication with this Company or the Board of Trade, has removed all doubt, if any there were, upon the subject.

I have only further to ask that your Lordship will be good enough to name the earliest day which can be made consistent with your Lordship's convenience, for hearing a deputation from each of the Companies, in order that the Board of Trade may express their opinion whether, under existing circumstances, the South-Western Company are at liberty to promote, or join in promoting, a new direct line to Exeter, &c., by Salisbury and Yeovil.

I need not, I am sure, add, that as the Great Western Company have taken the field, it is of the utmost importance to the South-Western Company that their course of action should not be unduly delayed.

I have the honour to be, my Lord,

Your Lordship's most obedient humble servant,

(Signed) ALFRED MORGAN,
Secretary.

Great Western Railway, London Terminus,
Paddington, 31st October, 1845.

DEAR SIR,

I HAVE submitted to the Chairman of the Company your favour of yesterday's date.

It does not appear to him necessary that I should enter upon any controversial correspondence on the subject referred to, inasmuch as it clearly belongs to the Board of Trade, upon application from either party, to express an opinion as to the effect of the agreement referred to.

But it is my duty to disclaim distinctly and emphatically what your letter alleges to be "a breach of agreement" on the part of this Company.

You seem, moreover, to omit all mention of the line proposed to Bridport, which would be the means of conveying traffic towards the Dorchester and Southampton line.

The Chairman will be in London on Wednesday evening, and with two or three Directors will attend any appointment which Lord Dalhousie may be good enough to make.

I remain, dear Sir, yours faithfully,

(Signed) C. A. SAUNDERS, Secretary.

Alfred Morgan, Esq.,

Nine Elms Station, Vauxhall.

London and South-Western Railway,
Nine Elms Station, 7th November, 1845.

DEAR SIR,

THE Directors of the London and South-Western Railway Company have received from the Board of Trade the letter of which I now enclose you a copy.

The Board of Trade having declined to interfere, it has now become necessary for our Directors to act upon it :

own responsibility, and I am directed to state that, having maturely considered the subject in all its bearings, they have come to the conclusion that in the present state of circumstances the London and South-Western Railway Company are at liberty to act in such manner as shall seem best for the interests of this Company.

I purposely abstain from noticing one or two points in your letter, as well as some other matters which might seem to call for remark, with reference to the relations of the two Companies, inasmuch as our Directors believe that correspondence on the points in question is not likely to result usefully, and the less so, because the present state of affairs has been produced by proceedings now beyond recall, even were the parties willing to recall them.

I am, dear Sir, yours faithfully,

(Signed) ALFRED MORGAN, Secretary.

C. A. Saunders, Esq.

Railway Department, Board of Trade,
Whitehall, 1st Novem 1845.

SIR,

I AM directed by the Lords of the Committee of Privy Council for Trade, to acknowledge the receipt of your letter of the 30th October, having reference to the agreement made between the London and South-Western and the Great Western Railway Companies, on the 16th of last January; also containing a copy of a letter addressed by you to Mr. Saunders, the Secretary of the Great Western Railway Company, together with a copy of a notice, dated Oct. 24, put forth by the Great Western Railway Company, having reference to the extension of their line from Hungerford through the Pewsey Valley, and at the same time to form a new Company for making a railway in the district between

Yeovil, Bridport, and Exeter, and also stating that, as respects railway accommodation towards Exeter and Cornwall, it appears to the directors of the London and South-Western Company, that the circumstances under which that agreement was made have been materially altered since it was entered into; moreover, requesting Lord Dalhousie to name a day for hearing a deputation from each of the Companies, in order that their Lordships may express their opinion whether, under existing circumstances, the London and South-Western Company are at liberty to promote, or join in promoting, a new direct line to Exeter, by way of Salisbury and Yeovil.

In reply, I am directed by their Lordships to state that their Lordships only consented to act in any way with reference to that agreement, on the urgent solicitations of both the Companies.

Their Lordships admit that the numerous schemes which have been advertised for supplying railway accommodation through the districts referred to in the agreement, alter the circumstances in which the agreement was made; but my Lords do not feel called upon to express an opinion whether this alteration of circumstances is sufficiently extensive to justify a departure from the agreement by one or other of the two Companies.

In the absence of any communication from the Great Western Company, and judging only from the notice of which you have enclosed a copy, their Lordships have no reason for supposing that the Great Western Railway Company intend to make any appeal to their Lordships on the subject of carrying a line or lines of railway through the district to which the agreement refers.

Inasmuch, therefore, as it may be reasonably surmised that the Great Western Railway Company have no intention of moving their Lordships in the matter, and as it is to be

gathered from your letter that the London and South-Western Railway Company regard the provisions of the agreement as no longer binding, their Lordships do not perceive that there exists at present any necessity for an interview between his Lordship and the deputations from the two Companies, and consequently beg to decline to accede to the request to that effect contained in your letter.

I have the honour to be, Sir,

Your most obedient servant,

(Signed) D. O'BRIEN.

The Secretary, London and South-Western
Railway Company.

Great Western Railway, Paddington Station,
28th November, 1845.

DEAR SIR,

THE letter addressed by Mr. Morgan to the Secretary of this Company on the 7th instant, transmitting the copy of one received from Captain O'Brien, of the Board of Trade, dated the 1st instant, has been read by the Directors with equal concern and surprise.

They think it due to you, under an impression that such letter must have been written without your knowledge or concurrence, to recall to your mind, and that of your colleagues, the real position of affairs between the two Companies; and this, not from any apprehension as to the issue of a contest, if such is to ensue, but from a desire to avert the reproach upon the faith of public Companies, which is inevitable, when evidence shall be given of all the circumstances of the transaction, concluding with the remarkable declaration made upon the responsibility of your Board, that notwithstanding the specific conditions upon which the Southampton and Dorchester Railway was surrendered into

your hands, "the London and South-Western Railway Company are at liberty to act in such manner as shall seem best for their own interests," regardless, of course (as must be inferred), of your own engagements, as well as of the rights of others.

I confess myself at a loss to know how this declaration is reconcilable with the solemn pledges personally given by yourself and the other members deputed to meet us some months ago, when the conditions of the agreement were matter of negotiation—nor do I know how your decision is consistent with the *bona fides* expressed in the last paragraph but one in that document, and with the assurances of acting up to the true spirit of the agreement, renewed so recently as the 30th ultimo, in letters to the Earl of Dalhousie, and to Mr. Saunders.

It is not necessary for me here to inquire whether the agreement made, and confirmed by a specific resolution of your Board on the 24th January last, was a measure of sound policy, or of commensurate advantage to your Company. It is enough to remember that it was sought for by the South-Western Railway Company, was entered into deliberately after long and repeated discussions—that it received the acknowledged sanction of a public department of the Government—and that this Company, on the faith of it, relinquished to you the Coast Line of Railway between Southampton and Dorchester, which was at that time under lease to the Great Western Railway Company to be constructed on the broad gauge, after it had been approved by the Board of Trade, so that it might be made available to the interests of the South-Western Railway Company to be worked on the narrow gauge, in connection with the railway to Southampton.

Before this important concession was agreed to, you will recollect that the essential point on which we insisted was a clear, definite pledge that your Company was not to support,

encourage, or assist, directly or indirectly, any line beyond Salisbury or Dorchester to the westward; and upon this we received your repeated and unqualified promises that the South-Western would not interfere with that district—which was to be provided for by the Great Western or by the Bristol and Exeter Railway Companies—that the decision of the Board of Trade had clearly determined that question, and that the only difficulty was to suggest words in the agreement, which should guarantee to the Great Western the *bonâ fide* fulfilment of those promises, without placing you in the invidious position of having committed your successors by the signature of “William Chaplin” to a perpetual exclusion for all time of the South-Western Company from the West of England, under an entirely altered state of circumstances.

You were asked whether this could be interpreted to mean that, if another distinct Company approached towards Yeovil from Cornwall or from Exeter, the South-Western would consider that as an entirely altered state of circumstances; to which your reply was, “Decidedly not.” Again; when pressed to illustrate what altered state of circumstances could justify it, your answer was, that you could foresee no case of the description, unless it were that some extraordinary mass of new population should settle down in the district to constitute a second Manchester—a town of very considerable manufacture or trade—an event far too remote to be taken into account. It was explained both by Mr. Bircham and yourself, as the main security to us, that the words of the agreement were such as to prohibit your initiating any step in that district “until after the Board of Trade should have expressed the opinion that the completely altered state of circumstances had already been such as to render the principles which guided them in their Report no longer applicable; and that they are favourable to such line on public grounds.”

The same assurance was readily given to you by this Company, at your instigation, in respect of any future line from our Berks and Hants Railway at Basingstoke, towards Salisbury, Portsmouth, or Southampton; and it is impossible to deny that the Great Western Directors have scrupulously observed their agreement. In reply to every application by projectors of new Companies, whether for lines to Andover, to Guildford, to Reigate, or to Southampton, the same resolution has always been made known, and neither the Engineer nor the Solicitors of this Company have allowed themselves to act in any professional capacity with parties advocating or promoting such lines.

But it seems to be insinuated that a prolongation of our line from Hungerford to Westbury is the disturbance of the system, and that this measure is to justify your violating the agreement. The argument is really too ridiculous to be used, even as a pretext. The Great Western might, with equal force, allege that your intended Portsmouth line through Guildford is an infraction of the agreement, inasmuch as it would convey passengers and goods by so much shorter a distance from London to that place, than by the Great Western Line from Paddington, and by the Berks and Hants Railway from Reading to Basingstoke, and so on to Portsmouth.

The truth is, that that agreement was based, not upon the prevention of new lines being made through the districts in question, but upon the determination of which Companies were to promote the new lines that might become necessary for the public convenience within certain districts; in order to avoid the wanton expenditure of capital in contests—and, as the agreement expresses it, “to preserve friendship between the Companies.”

It was clearly pointed out to you at the time, that we should provide what might be found desirable for a more

respects further railway accommodation towards Exeter and Cornwall, and through the districts which such further accommodation would affect, a completely altered state of circumstances has supervened, and such a one as, when the question shall come before your Lordship's Board for decision, must induce you to consider that the principles which guided you in the Report of last year, are no longer in that respect applicable.

This proposition has for some time appeared to the Directors of the London and South-Western Railway Company to be a clear one, and they feel that the recent announcement by the Great Western Company, of which a copy accompanies, and which has been published without communication with this Company or the Board of Trade, has removed all doubt, if any there were, upon the subject.

I have only further to ask that your Lordship will be good enough to name the earliest day which can be made consistent with your Lordship's convenience, for hearing a deputation from each of the Companies, in order that the Board of Trade may express their opinion whether, under existing circumstances, the South-Western Company are at liberty to promote, or join in promoting, a new direct line to Exeter, &c., by Salisbury and Yeovil.

I need not, I am sure, add, that as the Great Western Company have taken the field, it is of the utmost importance to the South-Western Company that their course of action should not be unduly delayed.

I have the honour to be, my Lord,

Your Lordship's most obedient humble servant,

(Signed) ALFRED MORGAN,
Secretary.

Great Western Railway, London Terminus,
Paddington, 31st October, 1845.

DEAR SIR,

I HAVE submitted to the Chairman of the Company your favour of yesterday's date.

It does not appear to him necessary that I should enter upon any controversial correspondence on the subject referred to, inasmuch as it clearly belongs to the Board of Trade, upon application from either party, to express an opinion as to the effect of the agreement referred to.

But it is my duty to disclaim distinctly and emphatically what your letter alleges to be "a breach of agreement" on the part of this Company.

You seem, moreover, to omit all mention of the line proposed to Bridport, which would be the means of conveying traffic towards the Dorchester and Southampton line.

The Chairman will be in London on Wednesday evening, and with two or three Directors will attend any appointment which Lord Dalhousie may be good enough to make.

I remain, dear Sir, yours faithfully,

(Signed) C. A. SAUNDERS, Secretary.

Alfred Morgan, Esq.,

Nine Elms Station, Vauxhall.

London and South-Western Railway,
Nine Elms Station, 7th November, 1845.

DEAR SIR,

THE Directors of the London and South-Western Railway Company have received from the Board of Trade the letter of which I now enclose you a copy.

The Board of Trade having declined to interfere, it has now become necessary for our Directors to act upon their

own responsibility, and I am directed to state that, having maturely considered the subject in all its bearings, they have come to the conclusion that in the present state of circumstances the London and South-Western Railway Company are at liberty to act in such manner as shall seem best for the interests of this Company.

I purposely abstain from noticing one or two points in your letter, as well as some other matters which might seem to call for remark, with reference to the relations of the two Companies, inasmuch as our Directors believe that correspondence on the points in question is not likely to result usefully, and the less so, because the present state of affairs has been produced by proceedings now beyond recall, even were the parties willing to recall them.

I am, dear Sir, yours faithfully,

(Signed) ALFRED MORGAN, Secretary.

C. A. Saunders, Esq.

Railway Department, Board of Trade,
Whitehall, 1st Novem 1845.

SIR,

I AM directed by the Lords of the Committee of Privy Council for Trade, to acknowledge the receipt of your letter of the 30th October, having reference to the agreement made between the London and South-Western and the Great Western Railway Companies, on the 16th of last January; also containing a copy of a letter addressed by you to Mr. Saunders, the Secretary of the Great Western Railway Company, together with a copy of a notice, dated Oct. 24, put forth by the Great Western Railway Company, having reference to the extension of their line from Hungerford through the Pewsey Valley, and at the same time to form a new Company for making a railway in the district between

Yeovil, Bridport, and Exeter, and also stating that, as respects railway accommodation towards Exeter and Cornwall, it appears to the directors of the London and South-Western Company, that the circumstances under which that agreement was made have been materially altered since it was entered into; moreover, requesting Lord Dalhousie to name a day for hearing a deputation from each of the Companies, in order that their Lordships may express their opinion whether, under existing circumstances, the London and South-Western Company are at liberty to promote, or join in promoting, a new direct line to Exeter, by way of Salisbury and Yeovil.

In reply, I am directed by their Lordships to state that their Lordships only consented to act in any way with reference to that agreement, on the urgent solicitations of both the Companies.

Their Lordships admit that the numerous schemes which have been advertised for supplying railway accommodation through the districts referred to in the agreement, alter the circumstances in which the agreement was made; but my Lords do not feel called upon to express an opinion whether this alteration of circumstances is sufficiently extensive to justify a departure from the agreement by one or other of the two Companies.

In the absence of any communication from the Great Western Company, and judging only from the notice of which you have enclosed a copy, their Lordships have no reason for supposing that the Great Western Railway Company intend to make any appeal to their Lordships on the subject of carrying a line or lines of railway through the district to which the agreement refers.

Inasmuch, therefore, as it may be reasonably surmised that the Great Western Railway Company have no intention of moving their Lordships in the matter, and as it is to be

the shareholders of the Southampton and Dorchester Company. And I am also desired to request the favour of your informing me whether the South-Western Directors are prepared to make any communication to this Board upon the unexpected changes which they have thus brought about without any intimation to the Directors of this line, and to urge your early reply to this letter, to enable the Board to determine on their future proceedings.

I remain, dear Sir, your faithful servant,

F. A. GRIFFITHS, Secretary.

W. J. Chaplin, Esq.

London and South-Western Railway,
Nine Elms Station, 12th Dec., 1845.

DEAR SIR,

I AM in receipt of your letter of the 4th instant, stating the alarm with which your Board regards the proposed junction of the London and South-Western Railway Company with schemes which you deem competing with the Southampton and Dorchester line. I presume that you refer to the intended promotion by this Board of the line from Salisbury to Yeovil.

From the correspondence between this Company and the Great Western, which you state to have been under the consideration of your Board, you must already be aware of the grounds upon which the Directors of this Company have thought themselves at liberty to take the step of which you complain; and unless your Directors are prepared to allow that the claim advanced by Mr. Russell in his letter of the 28th ult., to construct a line as injurious to your Company as that now supported by the South-Western could be, is comparable with the settlement of last year, they must acknow-

ledge that the South-Western Company have taken no step which the altered state of circumstances does not justify.

It is, indeed, a subject of regret to our Company that its conduct in this transaction has not received that sanction from the Board of Trade which we feel convinced would have been given to it had the Board of Trade thought fit to interfere; but we feel satisfied that, when the proper period arrives, we shall be able to establish, in the clearest manner, the integrity and consistency of the principles upon which we have acted; and we trust that in the meantime we shall not be prejudiced in the minds of disinterested parties, by the circulation of statements which we have already pledged ourselves to refute.

In making these remarks, however, it is far from the intention of the Directors of this Company to imply that the course into which the change of circumstances had led them with reference to the promotion of the Salisbury and Yeovil Company, exonerated them from giving to the claims of your Company every such equitable consideration as the relations of our respective Companies entitle you to expect.

It is evident to us that your shareholders will obtain a degree of protection against the effects of the new line to Yeovil, if constructed under the influence of the South-Western Company, which they could not look for had it been promoted by an independent Company, or one whose interests are less nearly allied with your own than those of the South-Western. Be this as it may, I am empowered to state that if Parliament shall sanction the construction of the line between Salisbury and Yeovil, the South-Western Company will, at any period within five years after the Salisbury and Yeovil line shall be open to the public, submit to the arbitration of the Board of Trade, or to any other competent judge, the question whether any and what additional amount of fixed rents should, under all the circumstances of the case,

be paid to your shareholders, as a compensation for any loss of traffic occasioned by the new undertaking.

I am, dear Sir, yours faithfully,

W. J. CHAPLIN, Chairman.

Southampton and Dorchester Railway, Board-room,
Ringwood, December 18, 1845.

DEAR SIR,

THE Secretary has laid before the meeting of the Acting Committee of the Directors, your letter, dated December, 1845, being your reply to the letter of remonstrance addressed to you by him on the 4th instant; and I am desired, in answer, to express the regret of the Committee that your communication is so extremely unsatisfactory. By the terms of the triple agreement; you were bound to make known to us your intentions of assisting in the promotion of any railway communication whatever, which was adverse to that settled by the Board of Trade in January last for the district of Dorset, &c., before giving public notice of such intentions. This is the first breach of the triple agreement of which we with justice complain; and this the more especially, because, judging from the great importance attached to this line by the Board of Trade, as part of a great national scheme of coast defence, they have reason to believe that that Board would have entered into the question as between this Company and yours, though they might not have deemed it advisable to do so as between the Great Western Company and you.

Irrespective, however, of this cause of complaint, your letter appears to us to overlook the real case at issue between the Companies; for, although you admit your agreement in

its fullest extent, as well as the probable injury we may sustain if your present course is persisted in, you simply propound for the consideration of the Directors of this Board whether your proposed western lines through Salisbury to Yeovil are in a greater or less degree injurious to this Company, than one promoted by the Great Western Company between Hungerford and Westbury, and whether the lines promoted by you are not better in your hands than in those of independent Companies, suggesting, in conclusion; that we should acquiesce in your infraction of the triple agreement, in consideration of some future reference to arbitration to decide whether the shareholders may be entitled to any pecuniary compensation for the injury.

Now setting aside for a moment the question whether a new compact for arbitration (the principle of which the Legislature is not very likely to sanction) will be more binding on your Company than *that* already subsisting, by which you undertook not to project or encourage any line beyond Salisbury, which could not exist without manifest ruin to this undertaking, the Directors cannot admit that the mere pecuniary interest of the shareholders is the only or even the most material subject for consideration.

In your letter to Mr. Castleman of the 29th of July, 1844, in the whole progress of investigation before the Board of Trade, and in all the subsequent conferences, it was admitted by you that two lines to the west, through the South-Western Railway district could not co-exist; that the traffic would not justify the construction of both; and consequently, that the one or the other would be rendered incapable of maintaining itself to be worked efficiently. This was very distinctly stated in two paragraphs of the Board of Trade Report, by which your Company agreed to be bound, and which I here quote in corroboration:—"It soon became evident to us, from the statements of the parties and from the

estimates of traffic, that of the two great schemes above described, one only could be supported by the resources of the district. The coast line and other lines of the Great Western scheme could only hope to exist by combining with the local traffic such portions of traffic towards the metropolis as would be diverted from them by the construction of a more direct central line; and, on the other hand, the central line, passing through a district comparatively destitute of local traffic, could only be supported by drawing into it the whole traffic toward London."

We beg also to remind you, that so entirely have the promoters of this scheme been impressed, from the earliest period of their proceedings, with the correctness of the views thus taken by the Board of Trade and yourself, that when a lease of this line was offered to your Company on the 17th of September, 1844, one stipulation was, that you should desist from prosecuting any extension of your line westward of Salisbury, and upon your declining to come under this condition, the treaty was broken off.

Had you continued to act upon the principles thus constantly recognised, and with fairness to this Company, you would have called upon us to have co-operated with you in opposing the lines westward of Salisbury, which are both unrequired for the public convenience, and admitted by you to be destructive of our line. You must be well aware that the promoters of this Company took up the coast line between Southampton and Dorchester, not for speculative purposes of profit on shares, but for the local and public benefits it was calculated to promote, and as part of a system of railway coast communication, which was deemed of importance by the Government.

If it was of moment at that time to secure the construction of the railway between Southampton and Dorchester against all the perils of contending schemes, and in the face of your de-

claration, that more than one in that district could not be sustained, we feel that it becomes us even more vigilantly, now, since Parliament has granted us our Bill, to guard ourselves against any measure which may tend to obstruct or defeat it. It would be urged with much reason by Parliament, that the Directors were sacrificing for pecuniary considerations the public objects for which they were incorporated, and also by the Great Western Railway Company, that they were uniting to evade, if not frustrate, the positive covenants of the triple agreement, by consenting to any line between Yeovil and Salisbury. On the contrary, we feel ourselves so bound in honour to uphold the conditions upon which the lease of the line was transferred to the South-Western Company, that I am requested to convey to you the unanimous decision of the committee to take every step for opposing that project, as fraught with mischief to their interests, and quite inconsistent with the good faith pledged in that agreement both to them and the Great Western Railway Company. The Committee also feel that they have great reason to fear that some connection exists, or is contemplated, between the South-Western Company and a line from Salisbury to Poole, which would be, if possible, even more injurious to this line than the scheme avowedly promoted by you, and more subversive of the original intentions of the promoters of this line.

I am requested to add, that the Committee having had time to make further inquiries, and having maturely considered the subject, do not think that the prolongation of the line by the Great Western Company from Hungerford to Westbury can be justly objected to as any departure from their engagements; for though it somewhat shortens the relative distances between the metropolis and Dorchester and Weymouth, it still leaves those towns upwards of ten miles nearer in distance, so that the London traffic to those places would still flow to this line if fairly worked. But the Directors

have reason to believe, that the Great Western Company would, upon proper representations by this Company, consent to relax to them the provisions of the triple agreement, in order to allow the shorter line to be constructed between Moreton and Weymouth, instead of laying the rails of the two gauges as arranged between Dorchester and Weymouth.

In conclusion, so strongly do the Committee feel that the interests and the honour of the shareholders are involved in the question at issue between this Company and yours, that they have considered it their duty to make this correspondence public through the medium of the newspapers.

I have also forwarded a copy of the correspondence to the Board of Trade, that their lordships may be aware of the grounds upon which we protest against your proceedings, and requesting that, in the event of that Board hereafter entering into the subject matter in dispute between the Great Western Company and yourselves, this Company may be heard before their lordships give any decision.

I am, dear Sir, your very obedient Servant,

(Signed)

DE MAULEY, Chairman.

W. J. Chaplin, Esq., Chairman of the Board
of Directors of the London and South-
Western Railway Company.

TO THE RIGHT HONOURABLE THE LORD DE MAULEY,

&c. &c. &c.

MY LORD,

I HAVE been requested by my colleagues to convey their sentiments and mine in reply to your Lordship's letter of the 18th instant; for although it will appear that our two Boards differ widely in opinion, we feel that your Lordship's letter is expressed in a style so different from that already published by the Chairman of the Great Western Company, that it calls as much for our attention as we deemed his letter to deserve our silence.

I confess, however, that our Board has felt some surprise at finding from your Lordship's letter that such communications have been had by representatives of the Southampton and Dorchester Direction, both with the Board of Trade, and the Great Western Company, as to enable your Lordship to convey the opinions of that Board and Company, while no such communications have been attempted with your South-Western colleagues in the Southampton and Dorchester direction. On the contrary, as if to avoid hearing any personal explanation or expression of opinion from them, the opportunity for considering the relative positions of the two Companies, and of drawing up and agreeing to publish your Lordship's letter, is taken at a meeting of a Committee of Directors which had no jurisdiction to entertain such subjects, and of which Committee no South-Western Director was a member. Mr. Smith and myself consented a few days since to retire from it, on the express consideration that the Committee could only deal with matters of finance and detail. We need scarcely remind your Lordship that we so retired on condition of our being re-appointed at our own instance; and you will feel no surprise, therefore, that we make that

claim at once, and protest against all proceedings of that Committee beyond the objects for which it was appointed.

In imputing to the Directors of this Company a breach of agreement, by allying themselves with the lines west of Salisbury, your Lordship entirely overlooks the question of "*altered circumstances*." At the time that agreement was entered into, the lines embraced in it were considered by the Board of Trade to fill up the country intended to be provided for by them; and so long as that state of things continued, so long was every party to the agreement bound to be quiescent. I need not go over all that has taken place in the interval, because, although it has been long urged by our shareholders that the "*alteration in circumstances*" was such that the South-Western Board ought to act on the ground that the agreement had ceased to be operative, they did not *in fact* do so, and only moved, after the Great Western Company had, without reference to the other parties to the agreement or to the Board of Trade, publicly proclaimed their intention to act upon the change. Neither did we even then move without applying to the Board of Trade, nor act on our own responsibility, until after the Board of Trade had declined to interfere. Our position at that period as regards our obligations to your Company was this: The Great Western Company had, by the public promotion of their Hungerford, Westbury, and Yeovil line, put an end to all doubt that Yeovil would be brought nearer to London;—if the South-Western Company did not interfere, this would be effected by the Great Western Company by Westbury and Hungerford, or by the Salisbury and Yeovil Company by Sherborne and Salisbury.* The Great Western Company had acted without

* In either case the prejudice to you, so far as altered distance between Weymouth or Dorchester and London is involved, would have been the same; and if, after "further inquiry" and "mature deliberation," your Lordship's Committee have arrived at

notice to us or reference to the Board of Trade. We did not follow their example, but appealed to that Board. They declined to interfere. Were we in such case under obligation to the Southampton and Dorchester Interest to stand aloof, when it had become certain that one or other of the lines in question would be made with or without our interference? Was it ever the meaning of the parties to the agreement that the Southampton and Dorchester Line should be the means of holding us back from such measures as should be permitted to the Great Western Company? or from such as might be best calculated to prevent them or an independent party inflicting the same or a greater injury on it? As rational men we could have no difficulty in answering these questions.

I have addressed myself thus to the construction of the agreement, because such a question ought to be dealt with independently of its practical results. It is not for me or any man to disregard an agreement merely because I may think my doing so will do the other party to it no injury, and I therefore base the justification of the conduct of the South-Western Board in this matter upon the fair construction of the agreement as affected by the alteration in circumstances which has since taken place, and which is referred to in the agreement itself as an element which would alter its obligations; but it is, of course, important also to inquire what is the real amount of the mischief inflicted, and your Lordship's letter in fact invites me to do so.

Early in November your Lordship's Board were of opinion

the conclusion that ten miles' advantage in distance is a sufficient protection to the Southampton and Dorchester Line against the line of the Great Western worked by an entirely adverse interest, how have they satisfied themselves that the same advantage in distance will not protect you too against the line by Salisbury—worked by a Company who hold three-fifths of your entire capital, and are perpetual lessees of your line?

that the Great Western Company's new line was likely to jeopardize your possession of the traffic of Weymouth and Dorchester, and you so addressed the Great Western Board. You now appear to have changed your opinion, not however to the extent of thinking that such an act as they propose will not be prejudicial, but merely that if done by *them* it will be harmless—if a similar act be done by *us* you remain of opinion that it is greatly mischievous. Again, when the injury is inflicted by the Great Western Company, you seem to consider it will be repaired "if they relax to you the provisions "of the triple agreement, in order to allow the shorter line to "be constructed" (at your Company's expense, I presume?) "between Moreton and Weymouth." Now, the South-Western Company actually proposed to your Board the execution of this very line as a protective measure, and offered to be at the entire expense of it. Your Lordship's Board consented that the survey should be made at our expense, and it was accordingly made; but your Solicitor and Engineer deemed it to be within their duty to withhold from the South-Western Board even an inspection of the plan and section, and upon this being reported to the Finance Committee, on whose resolution your Lordship's letter was written, their conduct was fully approved. Really, my Lord, I must be pardoned for saying that these steps look more like a determination to side with the Great Western Company at all hazards, than to act justly either towards the South-Western Company or your own shareholders;—a suspicion which is not lessened by the appearance of your Lordship's name on the Provisional Committee of the Great Western new line to Exeter, which is directly connected with their line between Hungerford and Yeovil.

But your Lordship informs us, that "the promoters of "your Company took up their Line not for speculative purposes of profit, but for the local and public benefits it was

“calculated to promote;” and that “you feel it becomes you even more vigilantly now, since Parliament has granted your Bill, to guard yourselves against any measures which may tend to obstruct or defeat it.” Can your Lordship quote a single act of the South-Western Company since their adoption of your Line, of an obstructive character? Has it not, on the contrary, been fully accorded that we have entered into the Undertaking fairly and satisfactorily, and in such manner as to promote its convenient working, and certainly not so as to trench in any obtrusive manner upon the functions of the other members of the Board, or of its officers? I challenge the citation of any instance to the contrary. In fact, my Lord, we have interfered far too little. I shall not here affect to be ignorant that in consequence of certain expressions which fell from myself, and I believe also from one of my colleagues, when your Lordship and Mr. Mills attended the South-Western Board about three weeks ago, as to stopping the works between Redbridge and Ringwood, it has been felt by some of your body that we had a covert design of altering the general direction of your line either in its course between Redbridge and Ringwood, or of diverting it from the New Forest altogether. It has been the bane of our relations that there has not been a proper freedom of communication by your Lordship’s Board with our direction;—and must I add, a want of candour towards us? Of this the New Forest question forms a notable instance. We are refused any part in the conduct of the Bill through Parliament. The Commissioners of Woods and Forests oppose you. You fly to the aid of the Great Western Company’s Engineer. We are told nothing of it, but learn from the addition of clauses to the Bill, by which those Commissioners acquire power of stopping the Line altogether through the New Forest, that a considerable difficulty exists. We ask to be informed of its nature, and suggest that we may aid

in its removal. We are peremptorily refused any information on the subject. The Act passes with the obnoxious clause in it, and up to this hour no arrangement has been made with the Woods and Forests, and the simple exertion of their veto may yet prevent the execution, or at least may alter the direction, of many miles of the Line between Redbridge and Ringwood. Was it, then, an unnatural or an imprudent suggestion, that the works between these points should be stopped until this question should be settled? We thought that there might else be much work done which the ultimate decision of the Woods and Forests might render useless; but the discussion was dropped, and the suggestion withdrawn when Captain Moorsom explained to Mr. Locke that all that was now doing might be done without encountering any such mischief. I presume that your Lordship and Mr. Mills did not hear what took place between the Engineers; but surely before founding on this conversation an inference of a design on our part to subvert a principal portion of your scheme, would it not have been right to ask us frankly whether we had any such view? We should then have denied, as I now explicitly do, that we had any such intention. On the contrary, we desire as direct a Line through the Forest as can be obtained, so as to preserve the local and public usefulness of the Undertaking, and we do not desire to leave the question with the Woods and Forests to be settled by the Great Western Company's Engineer, whose interests are neither yours nor ours. I believe the notion that we desired to obstruct the line through the New Forest has been strengthened in your Lordship's mind, or in the mind of some of your Board, by a supposed connexion between our Company and Mr. Walkingshaw's Line from Manchester to Southampton and Poole. Have you, before insinuating this in print, ever given us an opportunity of answering your suspicions on this head? It surely would have been well to

have done so. We have no such connexion, nor have we contemplated any such.

In truth, my Lord, your Line is in no danger from us. The South-Western Company have the power, and I am sure their present Directors have the intention, of aiding in the completion of the work in the speediest and best manner for the interests of the shareholders and the public; and if we differ with the members of your Board on any questions—such for instance, as the site of the Wimbourne Station, (where we believe the public convenience is jeopardized to serve a private purpose,) or the manner of completing the Line in connexion with the town of Southampton,—(where we think the Corporation and Town of Southampton had reason to complain of the conduct pursued towards them)—we do not anticipate that the public or the localities more especially concerned will feel that our opinions are adverse to their interests. If the Line, however, is safe, your Lordship will rejoin, the Shareholders must suffer from our acts in a pecuniary sense. They need not do so. Our Company will *now* submit to arbitration the question whether the fixed rent shall be increased—a proposal which will not be declined unless a grievance is thought better for your shareholders than an indemnity.

I observe only one point in your Lordship's letter to which I have not adverted; I mean the quotations of my personal opinions and the opinions of the Board of Trade as to the justification afforded by the traffic of the district for the construction of two lines of Railway through it. I have not at hand a copy of my letter to Mr. Castleman of the 29th July, 1844, but I believe the scope of it was to convey my opinion that of the two lines by Salisbury to Yeovil, and by Southampton to Dorchester, I thought one only could be necessary, and that because I deemed the former to be the better line, I had resolved exclusively to support it. Your

Lordship will do me the favour to recollect that this was before the projection of any direct line between Yeovil and Exeter, and when the carrying out of such a line must have been considered very problematical. Without leaning upon that difference between the present and the then state of circumstances, I may, without affecting the question either one way or the other, admit an error similar to that made by the promoters of your Lordship's line in their Report of 18th July, 1844. They therein state that "they see no reason why the Southampton and Dorchester Line should not be carried simultaneously and without any feeling of opposition towards the South-Western Company's Salisbury Branch towards Taunton." I do not forget that after conferring with the Great Western Directors on it, you, in September, 1844, had discovered that the two lines could not co-exist; but past opinions on the amount of traffic, even if the circumstances remained the same, cannot affect the real question, otherwise your Committee's collective opinion in July, 1844, must be as conclusive on it as my individual opinion at the same period. I must remind your Lordship, too, that the South-Western Company did not continue to hold the views I so conveyed to Mr. Castleman for any length of time after that letter, for, first, they were prepared in the September following to have leased your line; (subject to certain modifications,) and also to have made the line by Sarum to Yeovil, but your Lordship's Board made the previous abandonment of the latter Line a *sine quâ non* to any agreement for such a lease. We afterwards promoted a line from Salisbury by Poole to Dorchester and Weymouth, to be executed concurrently with our line by Salisbury to Yeovil. It is not *now*, therefore, that we first assert the compatibility of two such lines. Of course they must interfere with each other, but the extent of such interference will only be great, if they are in the control of several and adverse interests. Neither am I ashamed to con-

less that my opinions as to the amount of traffic which railway facilities will draw out of any given district have undergone considerable modifications, and that I see much occasion to believe that most of us may even yet be not fully, or even well informed on this matter. Of one thing, with reference to this branch of the subject, I am satisfied; that it will puzzle a better traffic-statist than I affect to be, to show, that whilst the line by Westbury and Yeovil, in the hands of a necessarily opposing interest, will be innocuous to the Southampton and Dorchester line, the line by Salisbury to Yeovil, in the hands of a company closely identified in interest with your own, will be ruinous to it. Indeed, I can venture to affirm, without fear of contradiction by any unprejudiced person conversant with the working of railways, that it is and must remain the *interest* of the South-Western Company to bring all the traffic they can over the Southampton and Dorchester Line; whilst the Great Western Company can have no interest but to divert traffic from it—a purpose which, if their Hungerford and Westbury Line be made, they will inevitably effect to a considerable extent.

After the publication of your Lordship's letter, it is necessary that I should publish this; but I must express my opinion, that our future discussions, if they have for their end the construction and maintenance of your Line, and the protection of the property of the shareholders, will be conducted in a more useful and also in a more becoming manner within our own Board-rooms than with the heat and animosity which newspaper controversies cannot fail to engender and maintain. In our own Board-room, or before any agreed tribunal of mediation, my colleagues and myself, waiving our justification for acting as we are doing, will be found willing to entertain proposals for repairing any real grievance our measures may inflict on your undertaking, and most ready should we have been to abide by the decision of the Board of Trade, had that

tribunal inclined to deal with the entire subject of controversy
as affecting the three Companies.

I have the honour to be, my Lord,

Your obedient servant,

(Signed)

W. J. CHAPLIN.

London, 22nd December, 1845.

EXTRACT from the Short-hand Writer's Notes of Proceedings before the Committee of Peers on the Wilts, Somerset, and Weymouth Railway Bill, Wednesday, 18th June, 1845, the LORD KENYON in the Chair.

Chairman. Before I declare what the determination of the Committee is, I wish to state this—The Committee have felt very considerable difficulty, on account of the probability that may exist as to a question being likely to arise with regard to making any such line to Falmouth as the best interests of the country may require, and they are exceedingly anxious to have an assurance, that in the event of such a measure being proposed for the general benefit of the country, no impediment will be offered to it by the Company whose Bill is before the Committee. I do not know whether the counsel or parties think fit, or are in a condition, to give such assurance, but it is fit that the counsel should know, and that the public should know, that the Committee are strongly of opinion that it would have been more desirable on public grounds on the whole, that the line should not have gone down to Weymouth, but that the other part of the line should have passed, inasmuch as greater facilities would then have been afforded for making a line to Falmouth; and, therefore, the Committee wish to have an assurance that such a line

would not be impeded by their giving their consent to this Bill. Is it possible for the counsel to give any answer at all upon this point, or perhaps they would like to retire and consider the matter?

Mr. Slade. It would certainly be a charity to us if your Lordships would allow us to retire for a few minutes.

Mr. Rowe. I may state on the part of those who are opposing the Bill, that in truth the character of our opposition has been mitigated altogether by the belief that this Bill was for the accommodation of the country, and was not put forward as a competing scheme with the great scheme to which your Lordships have alluded. Believing from the opening of my friend Mr. Austin, that this was a line for the accommodation of the country, we have not made that substantial opposition which we should have made if we had been treated as a competing line.

Chairman. But we will not lose the opportunity of the promoters giving such assurances as they think themselves enabled to give, and therefore, if you please, you may withdraw at present.

Mr. Rowe. I only mention it as a justification of the course we have taken.

Chairman. Nothing could be more satisfactory.

[The counsel and agents for the promoters consult.]

Chairman. Are we likely to have any communication soon?

Mr. Austin. I was out of the room, my Lord, at the time, and was asking my clients for instructions, for I feel some little difficulty in understanding the position of the parties. I am sure the Committee will forgive me if I inform them that I really do not quite understand the proposal made to us, for we had no evidence in the course of these proceedings with respect to any line to Falmouth. I am not aware that Falmouth has been mentioned in the whole course of the

inquiry, and I feel it difficult to know in what language to answer the suggestion made by the noble Chairman.

Chairman. The word Falmouth has not been introduced during the evidence, or during the discussions at all, but it has been a matter which has created great difficulty in the minds of the Committee, and they wish to urge that as a matter on which they ought to ascertain the feelings and the disposition of the Great Western Railway Company, from whom difficulties might arise as to effecting an object of such great national importance. They wish to have an assurance from them that no difficulty will be thrown by them in the way of carrying out so great an object.

Earl Cadogan. I, as one of the Committee, do certainly feel that there is a considerable objection in my mind—an objection which I am not in circumstances to take effectually—but there is a strong objection in my mind, arising from the Great Western Company having taken possession of this line immediately across the country, and possessing themselves, in a manner, of all the advantages that the contiguity of that line affords in the way of traffic and everything else between the line of the Great Western and the sea, and in my opinion, very much to the detriment of that Western line, which, whether proposed or not, must eventually be carried into effect. The word Falmouth being used was only inasmuch as it might be supposed to be almost the terminus west of any great line; but the line comprised in this Bill does intersect the whole line of country between the point of departure from the great trunk-line of the Great Western Railway to the sea-side, and therefore it was that the Committee, and I for one, did feel that it would be desirable to know whether any assurance could be given that that line being so occupied, especially between Frome and Weymouth, would offer any particular, or, in short, if they could afford us anything like a satisfactory assurance that they would not

interfere with the great national project which must eventually be carried into execution between that point and the west of England.

Mr. Austin. We really are not aware, my Lord, of any such project. There is no company formed of that kind. We do not know whether such a project is in petto or not. If there should be such a project, we do not know whether it may be detrimental to the Great Western line, or to these lines now before your Lordships, or what objects the promoters of such a bill may have in view.

Chairman. You are not bound to give us any assurance. We wish to do it entirely from friendly feelings.

Mr. Austin. Standing here as Counsel for the promoters of the Bill, my endeavour is to divine to what effect my answer to any question put by your Lordships may have upon the Bill now pending. Of course it is my duty to give a cautious and proper, and at the same time an explicit, answer to your Lordship's question, but at the same time to prevent the least danger to the Bill, and all I want to know is, what course I should take for that purpose. If I rightly understood what has been said by the noble Lord, I should beg to request your Lordships not to put a Company applying to your Lordships for powers under an Act of this description under terms wholly unprecedented. I am asked, if I understand your Lordships correctly, to give some assurance that the powers which we seek under this Bill shall not be used hereafter to defeat a possible project. I never heard of such a project; when I say I never heard of it, I have been speaking to my clients, and nobody here knows of any project of that description. What I know about Falmouth is simply this, and I will tell it to you in all frankness. I have been Counsel for a Bill in this session of Parliament, which has not yet arrived in this House, for making a Railway from Plymouth to Falmouth, which Bill I have no doubt will

receive the sanction of your Lordships' house. There is a project for a line between the Metropolis and Falmouth that I know of. I know there was one called the Central Cornish line, which line was endeavoured to be set up in opposition to the Bill to which I have been alluding before a Committee of the other House, which Committee was presided over by Mr. Macaulay; that project wholly failed. The other project was a project from Exeter, but it was a project not before Parliament, for it had totally failed before it came to be considered by the House of Commons. I am at a loss, therefore, to know what sort of answer to give in reference to any possible scheme from the Metropolis to Falmouth, or any other point; I really do not know in what way to frame an answer.

Chairman. I beg to explain to you that the question which I put to you by the desire of the Committee, was simply on account of the view entertained by the Committee of the great national importance of any such project, and they wish to know whether by agreeing to the Bill now under their consideration they will create any impediment with regard to such a measure, or whether they could have the assurance of this very great and powerful Company that, so far as they are concerned, it will not be their endeavour to prevent such a measure from being brought forward. If the Committee had such an assurance, it would tend, of course, to lessen the apprehensions which they now entertain as to the consequences of passing this Bill.

Mr. Rowe. My friend, Mr. Austin, has stated that he was Counsel in the House of Commons in that matter of the Cornwall Railway. I had the honour to appear on the other side, and I state advisedly, that that Cornwall Central Railway will be brought before a Committee of your Lordships' House within the next fortnight as a substantial matter; on technical grounds alone it was that that line was not considered by the

Lower House ; but I state on my responsibility as Counsel that every proceeding is being taken to bring that line before your Lordships' House within the next fortnight ; and I can tell your Lordships that there is a large and substantial Committee at present formed for carrying a line through Yeovil to Exeter, and if my friend is not aware of it I give him that piece of information.

Earl Lovelace. I think I understood both Mr. Austin and Mr. Slade, in the course of their observations alluding to the possibility of the direct line—the red line as it is upon the map—to say they had no sort of objection to the promoters of that line bringing it forward the next session. Now we should like to convert that into something like an assurance.

Mr. Austin. What I said, my Lord, was simply in arguing upon the question of the admissibility of a certain line as a competing line ; that a line running in a different direction and accommodating a different line of traffic could not be considered as competing with the present line, and, for the same reason, I apprehend that the present line cannot be considered as a competing line with that. I know that the noble Earl would not for a moment wish to convert into an admission on my part an hypothesis merely stated in the way of argument. We were not then dealing with facts ; what we were then discussing was, whether my friend should be admitted as a competing line.

Mr. Cockburn. Your Lordships' view might be carried out by a clause.

Mr. Austin. I understand the noble Earl simply to ask the question of me. All I want to know is, what I can say, to what I can consent. I do not know what consent to give, or what answer to make.

Chairman. That we cannot suggest to you. I merely wished to point out to you what is the feeling of the Committee, and

what are the grounds on which we put that question to you.

Earl Cadogan. There has been a competing line ; that competing line has conceded to the other line. Circumstances have occurred to put a great deal of power into the Great Western Company, and we are only fearful lest that should in any way influence them in preventing what we conceive to be actually necessary ; that is, that a communication between Salisbury and Yeovil, the *red line*,* should eventually be carried out as connected with its further progress west. That is the sort of feeling that the Committee have, and I do not hesitate to tell the learned Counsel that, as far as my opinion is concerned, if the red line had stood as a competing line, I should decidedly have given the preference to that line.

Earl Lovelace. And so should I.

Earl Cadogan. I think after that statement the learned Counsel can come a little nearer to our intentions without calling upon us to define more correctly what our meaning is. I think I have given you the best clue I can to what is our meaning. We cannot ask you, " Will you pledge yourselves to make a line from Salisbury to Yeovil ? " that, of course, we could not do ; but we can throw out such insinuations as may enable you perfectly to understand how you may satisfy our wishes.

Mr. Austin. The matter I fully admit is a great deal cleared by what the noble Lord has just said. Instead, therefore, of the words which my Lord Kenyon used in the first instance " from London to Falmouth "——

Chairman. I do not think I distinctly said from London to Falmouth ; I said " to Falmouth."

* The Red Line laid down on the Plan before their Lordships was the projected line from SALISBURY to YEOVIL—(part of the complete scheme about to be submitted to Parliament from Basingstoke by Salisbury, Yeovil, and Exeter to the Land's End).

Mr. Austin. I beg your Lordship's pardon, it was my mistake; may I therefore understand the question as being put in this form—instead of “to Falmouth”—from “Salisbury to Yeovil?”

Chairman. No, only as a portion.

Earl Lovelace. We are by no means interested in the line from Salisbury to Yeovil, except as a part of the line.

Chairman. It is with a view to Falmouth that we are interested.

Mr. Austin. I have no hesitation whatever in making this answer, and it seems to me, upon turning the thing over in my mind, as well as I can, that it is the only answer that can be given to the question—I have no hesitation in saying, and the promoters of this Bill have no difficulty in saying, that the line now under your Lordships' consideration shall not be set up hereafter to defeat a line to Falmouth. Is that an answer to your Lordship's question?

Chairman. It is an answer to a considerable extent certainly.

Mr. Cockburn. Will your Lordship allow me to suggest—?

Mr. Austin. I understand their Lordships to be dealing with me, and with the promoters of this Bill.

Chairman. Exclusively.

Mr. Cockburn. There is an *arrière pensée*.

Mr. Austin. I do not know what *arrière pensée* can be found in the answer I have given to your Lordships: I have been turning in my mind, whether I ought to add “as a competing line.” I do assure your Lordships I feel great difficulty in answering the question. It appears to me we cannot talk of it as a competing line, for they deny that it is a competing line.

Chairman. You, as representing the Great Western Railway Company, are the representative of that Company, not

only as respects this particular line, but generally; therefore you are applied to in that capacity as a great monster, very harmless, like an elephant.

Mr. Austin. A very useful monster, like the elephant, and like the mammoth in its time. I do assure your Lordships I have endeavoured to give an explicit answer. I am perfectly prepared, on behalf of the promoters of these lines, to say that this line shall not be set up to defeat any such line as your Lordship has described; and if your Lordships think it at all advantageous to the strength of that answer, I will add the words "as a competing line," that is either east, or west, or north, or south.

Mr. Cockburn. I do not know whether my lips are sealed.

Chairman. I think nobody else ought to interfere. It is merely a question put by the Committee to the representatives of the Great Western Railway Company. You have no more to say, Mr. Austin.

Mr. Austin. What has been said has been taken down, I observe, by the short-hand writer, and your Lordship can have recourse to his notes.

Earl Cadogan. I think it fair to state that whatever observations we may think proper to make, with regard to this point which the noble Chairman has raised, and which I followed him in, will be repeated to the House when we report upon the Bill. What we have stated to you we shall state to the House; with reference to the point which has been raised, I think the interest of the Great Western should have ceased at Yeovil, and I think you might have afforded to that part of the country every facility of communication with London without taking possession of, or crossing that line of country through which a Railway communication east and west must hereafter exist.

Mr. Austin. It was with that very view that I made the statement I did, that the promoters of this Bill are perfectly

